

**SOUTHERN CALIFORNIA EDISON COMPANY**  
**CHARTER FOR THE FINANCE COMMITTEE OF THE**  
**BOARD OF DIRECTORS**

**Adopted by the Board of Directors**

**December 8, 2011**

**Membership**

The Finance Committee ("Committee") of the Board of Directors ("Board") of Southern California Edison Company ("Company") shall consist of not less than two members of the Board. Each Committee member shall be appointed by the Board and shall serve until a successor shall be appointed by the Board. In the event any member of the Committee shall cease to be a director of the Company, the vacancy thus created shall be either filled by the Board or, at the Board's discretion, left unfilled, provided that in no event shall the Committee consist of less than two members. The Board shall designate one of the Committee members as chair ("Chair") who shall preside over meetings of the Committee and report Committee actions to the Board. If the Chair is not present, the Committee may designate an acting Chair.

**Meetings and Other Actions**

The Committee shall hold meetings on a regularly scheduled basis and as necessary. Meetings shall be scheduled at the direction of the Chairman, or as requested by one-half of the members of the Committee. As deemed necessary by the Committee, members of the Edison International Finance Committee, Directors of Edison International, and other individuals shall attend Committee meetings.

One-third of the members of the Committee shall constitute a quorum for the transaction of business, provided that in no event shall a quorum be less than two members.

The Company's Secretary shall keep, or appoint an appropriate employee of the Company to keep, regular minutes of all Committee proceedings. The minutes of each meeting shall be reviewed and

approved by legal counsel and the Chair. The approved minutes shall become a permanent corporate record maintained by the Company's Secretary.

Unless otherwise provided in this Charter, the meetings and any other actions of the Committee shall be governed by the provisions of Article III of the Bylaws of the Company applicable to meetings and actions of the Board, and the Committee shall have all of the authority of the Board in fulfilling its duties and responsibilities except as limited by said Article III of the Bylaws of the Company. Any matter which requires approval of the Committee may be approved by the Board in lieu of Committee approval.

### **Subcommittees**

The Board may form Subcommittees for any purpose and may delegate to such Subcommittees such power and authority as the Board deems appropriate; provided however; that a Subcommittee shall consist of at least two members of the Committee and that the Board shall not delegate any power or authority required by any law, regulation or stock exchange listing standard to be exercised by the Board as a whole. Each subcommittee member shall be appointed by resolution adopted by a majority of the exact number of authorized directors and shall serve until a successor is appointed. In the event any member of any Subcommittee shall cease to be a director of the Company, the vacancy thus created shall either be filled by the Board or, at the Board's discretion, left unfilled, provided in no event shall any Subcommittee consist of less than two members. The Board shall determine the chair of the Subcommittees.

### **Duties and Responsibilities**

The Committee shall have the following duties and responsibilities:

1. Review and monitor actual capital spending as compared to the most recent annual capital spending budget approved by the Board (the "Annual Capital Budget"), including the status of capital spending on all projects with a total expected cost in excess of \$250 million.

2. If the total capital spending in a fiscal year is projected to be less than 80% of the amount set forth in the Annual Capital Budget, the variance will be reviewed with the Committee. Capital spending in a fiscal year of more than 105% of the amount set forth in the Annual Capital Budget requires Committee approval. If capital spending on projects identified in the Annual Capital Budget with a total expected cost in excess of \$250 million is expected to change by more than 20% of the initial projected total cost, the variance will be reviewed with the Committee.
3. Approve capital spending on capital projects with total expected costs in excess of \$250 million which are not included in the Annual Capital Budget.
4. Review at least annually the sources and uses of funds, cost of capital and credit ratings of the Company.
5. Review at least annually the trust investments of the Company.
6. Perform such additional functions as the Committee determines are necessary or prudent to fulfill the Committee's duties and responsibilities.